FORM 3

AMENDED REPORT ☐

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

APPLICATION FOR PERMIT TO DRILL

1. WELL NAME and NUMBER OPAL 1410-3L	
2. TYPE OF WORK DRILL NEW WELL ● REENTER P&A WELL ○ DEEPEN WELL ○	**3. FIELD OR WILDCAT** HELPER
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO	**5. UNIT or COMMUNITIZATION AGREEMENT NAME**
6. NAME OF OPERATOR KERR-MCGEE OIL & GAS ONSHORE, L.P.	**7. OPERATOR PHONE** 720 929-6515
8. ADDRESS OF OPERATOR P.O. Box 173779, Denver, CO, 80217	**9. OPERATOR E-MAIL** julie.jacobson@anadarko.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) ST UT ML 45805	**11. MINERAL OWNERSHIP** FEDERAL ○ INDIAN ○ STATE ● FEE ○
12. SURFACE OWNERSHIP FEDERAL ○ INDIAN ○ STATE ● FEE ○	
13. NAME OF SURFACE OWNER (if box 12 = 'fee')	**14. SURFACE OWNER PHONE (if box 12 = 'fee')**
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')	**16. SURFACE OWNER E-MAIL (if box 12 = 'fee')**
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')	**18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS** YES ● (Submit Commingling Application) NO ○
19. SLANT VERTICAL ● DIRECTIONAL ○ HORIZONTAL ○	

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	1610 FSL 870 FWL	NWSW	3	14.0 S	10.0 E	S
Top of Uppermost Producing Zone	1610 FSL 870 FWL	NWSW	3	14.0 S	10.0 E	S
At Total Depth	1610 FSL 870 FWL	NWSW	3	14.0 S	10.0 E	S

21. COUNTY UINTAH	**22. DISTANCE TO NEAREST LEASE LINE (Feet)** 870	**23. NUMBER OF ACRES IN DRILLING UNIT** 2441
	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 1364	**26. PROPOSED DEPTH** MD: 8250 TVD: 8250
27. ELEVATION - GROUND LEVEL 5802	**28. BOND NUMBER** 22013542	**29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE** MUNICIPAL

Hole, Casing, and Cement Information

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
Surf	17.5	13.375	0 - 300	48.0	H-40 ST&C	8.4	Type V	180	1.15	15.8
							Class G	270	1.15	15.8
I1	12.25	9.625	0 - 2600	36.0	J-55 LT&C	8.4	Premium Lite High Strength	390	3.38	12.5
							50/50 Poz	280	1.31	14.3
Prod	8.75	7	0 - 8250	29.0	HCP-110 LT&C	12.0	Premium Lite High Strength	270	3.38	12.0
							50/50 Poz	520	1.31	14.3

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

☑ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	☑ COMPLETE DRILLING PLAN
☐ AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	☐ FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
☐ DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	☑ TOPOGRAPHICAL MAP

NAME Cara Mahler	**TITLE** Regulatory Analyst I	**PHONE** 720 929-6029
SIGNATURE	**DATE** 10/03/2013	**EMAIL** cara.mahler@anadarko.com

API NUMBER ASSIGNED 43047540310000 **APPROVAL**

Received: October 03, 2013

Kerr-McGee Oil & Gas Onshore. L.P.

OPAL 1410-3L

Surface:	1610 FSL / 870 FWL	NWSW
BHL:	1610 FSL / 870 FWL	NWSW

Section 3 T14S R10E

Carbon County, Utah
Mineral Lease: ST UT ML 45805

DRILLING PROGRAM

1. & 2. Estimated Tops of Important Geologic Markers:
Estimated Depths of Anticipated Water, Oil, Gas, or Mineral Formations:

Formation	Depth	Resource
Mancos	0 - Surface	
Ferron Sandstone	1,747'	Gas
Dakota	2,567'	Gas
Morrison	3,197'	Gas
Curtis	4,277'	
Entrada	4,477'	GAS
Navajo	5,917'	WATER
Kayenta	6,037'	GAS
Wingate	6,132'	GAS
Chinle	6,472'	
Moenkopi	6,997'	OIL
Kaibab	8,247'	
TVD	8,250'	
TD	8,250'	

3. Pressure Control Equipment (Schematic Attached)

Please refer to the attached Drilling Program

4. Proposed Casing & Cementing Program:

Please refer to the attached Drilling Program

5. Drilling Fluids Program:

Please refer to the attached Drilling Program

6. Evaluation Program:

Please refer to the attached Drilling Program

7. Abnormal Conditions:

Maximum anticipated bottom hole pressure calculated at 8250' TVD, approximately equals 5,033 psi (0.61 psi/ft = actual bottomhole gradient)

Maximum Anticipated Bottom Hole Pressure (MABHP) = Pore Pressure at TD

Received: September 11, 2013

Maximum anticipated surface pressure equals approximately 3,239 psi (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot, per Onshore Order No. 2).

Per Onshore Order No. 2 - Max Anticipated Surf. Press.(MASP) = (Pore Pressure at next csg point-
(0.22 psi/ft-partial evac gradient x TVD of next csg point))

8. Anticipated Starting Dates:

Drilling is planned to commence immediately upon approval of this application.

9. Variances:

None

10. Other Information:

Please refer to the attached Drilling Program.

Received: September 11, 2013

KerrMcGee

KERR-McGEE OIL & GAS ONSHORE LP

DRILLING PROGRAM

COMPANY NAME	KERR-McGEE OIL & GAS ONSHORE LP	DATE	October 2, 2013
WELL NAME	**OPAL 1410-3L**	TD	8,250' TVD 8,250' MD
FIELD	Price	COUNTY Carbon STATE Utah	FINISHED ELEVATION 5796.9
SURFACE LOCATION	NWSW 1610 FSL 870 FWL	Sec 3 T 14S R 10E	
	Latitude: 39.634600	Longitude: -110.794061	NAD 83
BTM HOLE LOCATION	NWSW 1610 FSL 870 FWL	Sec 3 T 14S R 10E	
	Latitude: 39.634600	Longitude: -110.794061	NAD 83
OBJECTIVE ZONE(S)	SINBAD		
ADDITIONAL INFO	Regulatory Agencies: UDOGM (Minerals), UDOGM (Surface), UDOGM Tri-County Health Dept.		

GEOLOGICAL			MECHANICAL		
FORMATION			HOLE	CASING	MUD
LOGS	TOPS	DEPTH	SIZE	SIZE	WEIGHT
		40'	26"	20"	Air mist/Fresh Water Mud/Wate
			17-1/2"	13-3/8", 48#, H-40, LTC	Air mist/Fresh Water Mud/Wate
		300			
			12-1/4"	9-5/8", 36#, J-55, LTC	Air mist/Fresh Water Mud/Wate

All water flows encountered while drilling will be reported to the appropriate agencies.

Ferron @ 1,747'
Dakota @ 2,567'

Preset f/ GL @ 2,600' TVD

Note: 11" surface hole will usually be drilled ±400' below the lost circulation zone (aka bird's nest). Drilled depth may be ±200' of the estimated set depth depending on the actual depth of the loss zone.

Morrison @ 3,197'

Mud logging program TBD
Cased hole logging program from TD - surf csg

8-3/4" | 7" 29# HCP-110 Ultra DQX | Water / Fresh Water Mud 12

Curtis @ 4,277'

Entrada @ 4,477'

Navajo @ 5,917'

Kayenta @ 6,037'

Wingate @ 6,132'

Chinle @ 6,472'

Moenkopi @ 6,997'
Kaibab @ 8,247'

Max anticipated Mud required 12.0 ppg

TD @ 8,250' TVD
8,250' MD

Received: September 11, 2013

KERR-McGEE OIL & GAS ONSHORE LP

DRILLING PROGRAM

CASING PROGRAM

	SIZE	INTERVAL			WT.	GR.	CPLG.	DESIGN FACTORS BURST	COLLAPSE	TENSION LTC	TENSION DQX
CONDUCTOR	20"	0-40'									
SURFACE	13-3/8"	0	to	300	48.00	H-40	LTC	1730	740	322000	
INTERMEDIATE	9-5/8"	0	to	2,600	36.00	IJ-55	LTC	3520	2020	453000	
PRODUCTION	7"	0	to	8,250	29.00	HCP-110	DQX	9960	7800		693000

Surface Casing:

(Burst Assumptions: TD = 12.0 ppg) 0.73 psi/ft = frac gradient @ surface shoe

Fracture at surface shoe with 0.1 psi/ft gas gradient above

(Collapse Assumption: Fully Evacuated Casing, Max MW) (Tension Assumptions: Air Weight of Casing*Buoy.Fact. of water)

Production casing:

(Burst Assumptions: Pressure test with 8.4ppg @ 9000 psi) 0.61 psi/ft = bottomhole gradient

(Collapse Assumption: Fully Evacuated Casing, Max MW) (Tension Assumptions: Air Weight of Casing*Buoy.Fact. of water)

CEMENT PROGRAM

		FT. OF FILL	DESCRIPTION	SACKS	EXCESS	WEIGHT		YIELD
SURFACE	TAIL	300'	Premium cmt + 2% CaCl + 0.25 pps flocele	250	35%	15.80		1.15
	TOP OUT CMT	as required	Premium cmt + 2% CaCl	as req.		15.8		1.15
INTERMEDITATE	LEAD	2,100'	Premium Lite II +0.25 pps celloflake + 5 pps gilsonite + 10% gel + 0.5% extender	390	35%	12.50		3.38
	TAIL	500'	50/50 Poz/G + 10% salt + 2% gel + 0.1% R-3	280	35%	14.30		1.31
PRODUCTION	LEAD	4,950'	Premium Lite II +0.25 pps celloflake + 5 pps gilsonite + 10% gel + 0.5% extender	270	35%	12.50		3.38
	TAIL	3,300'	50/50 Poz/G + 10% salt + 2% gel + 0.1% R-3	520	35%	14.30		1.31

*Substitute caliper hole volume plus 0% excess for LEAD if accurate caliper is obtained

*Substitute caliper hole volume plus 10% excess for TAIL if accurate caliper is obtained

FLOAT EQUIPMENT & CENTRALIZERS

SURFACE	Guide shoe, 1 jt, insert float. Centralize first 3 joints with bow spring centralizers. Thread lock guide shoe
INTERMEDIATE	Float shoe, 1 jt, float collar. A centralizer on the first 3 joints off bottom and every joint thereafter up to the 2nd joint within the surface shoe.
PRODUCTION	Float shoe, 1 jt, float collar. A centralizer on the first 3 joints off bottom and every joint thereafter up to the 2nd joint within the surface shoe.

ADDITIONAL INFORMATION

Test casing head to 750 psi after installing. Test surface casing to 1,500 psi prior to drilling out.

BOPE: 11" 5M with one annular and 2 rams. The BOPE will be installed before the production hole is drilled and tested to 5,000 psi (annular to 2,500 psi) prior to drilling out the surface casing shoe. Record on chart recorder and tour sheet. Function test rams on each trip. Maintain safety valve and inside BOP on rig floor at all times. Most rigs have top drives; however, if used, the Kelly is to be equipped with upper and lower kelly valves.

Surveys will be taken at 1,000' minimum intervals.

Most rigs have PVT System for mud monitoring. If no PVT is available, visual monitoring will be utilized.

IF extreme mud losses are observed OR cement doesn't reach surface on a well on the pad, a DV Tool may be used. With Cement Baskets above and Below it.

DRILLING ENGINEER: _____ **DATE:** _____

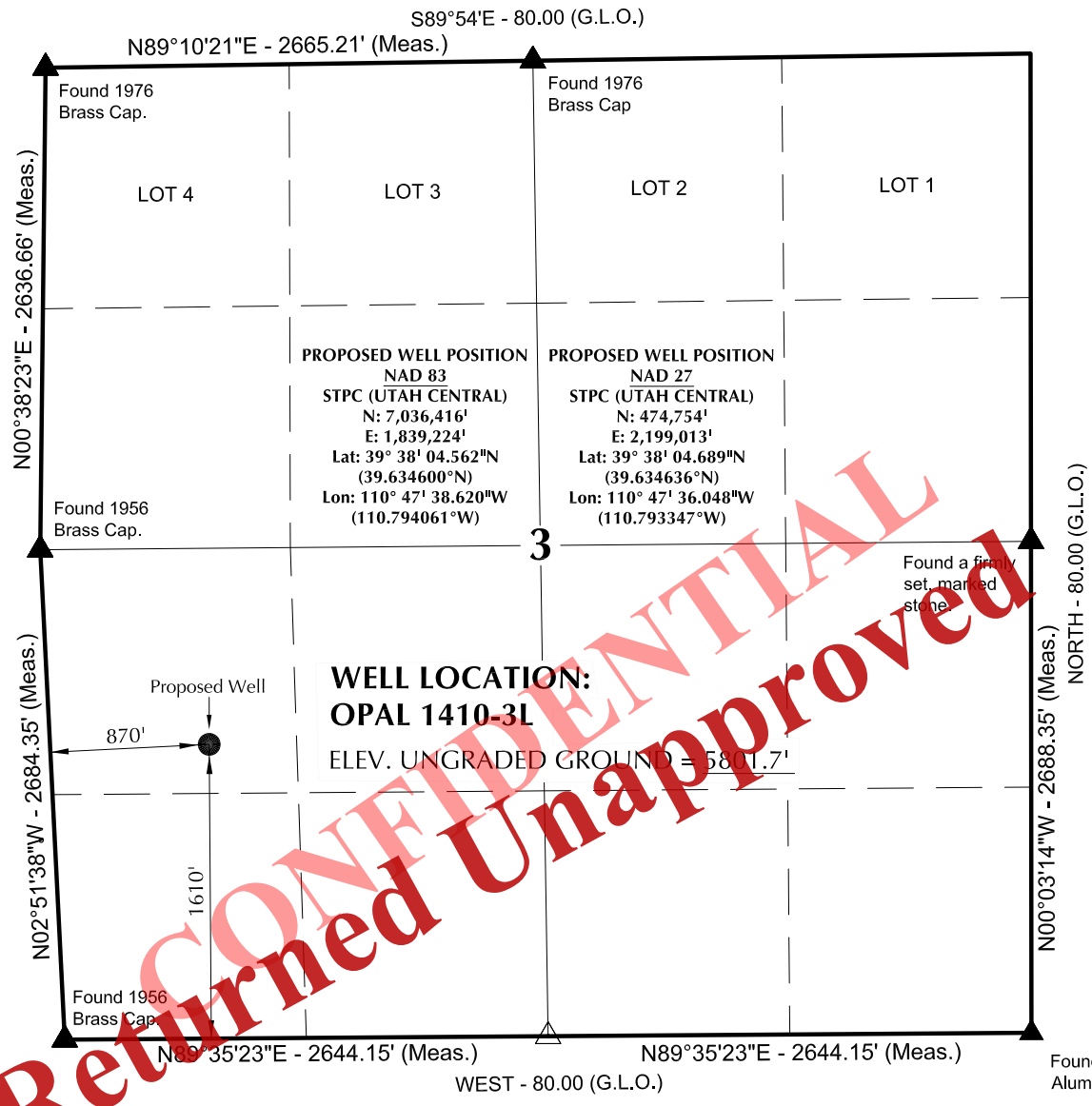
Nick Spence / John Tuckwiller / Danny Showers

DRILLING SUPERINTENDENT: _____ **DATE:** _____

Lovel Young

Received: September 11, 2013

T14S, R10E, S.L.B.&M.



1000' 500' 0' 1000'

SCALE

0°27'08" True Grid

N

NOTES:

▲ = Section Corner Located

△ = Section Corner Located (Not Monumented)

1. Well footages are measured at right angles to the Section Lines.
2. Elevations Based on NAVD 88 (GEOID12A)
3. Basis of Bearings Derived From Utah Coordinate System 1983 Central Zone Unless Otherwise Noted.
4. All Measured Distances Are Grid, U.S. Survey Foot. Combined Scale Factor: 0.99964098

Kerr-McGee Oil & Gas Onshore, LP
1099 18th Street - Denver, Colorado 80202

SURVEYOR'S CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

PROFESSIONAL LAND SURVEYOR No.6028691 JOHN R CAUGHLAN STATE OF UTAH

8-12-13

PROFESSIONAL LAND SURVEYOR
REGISTRATION No. 6028691
STATE OF UTAH

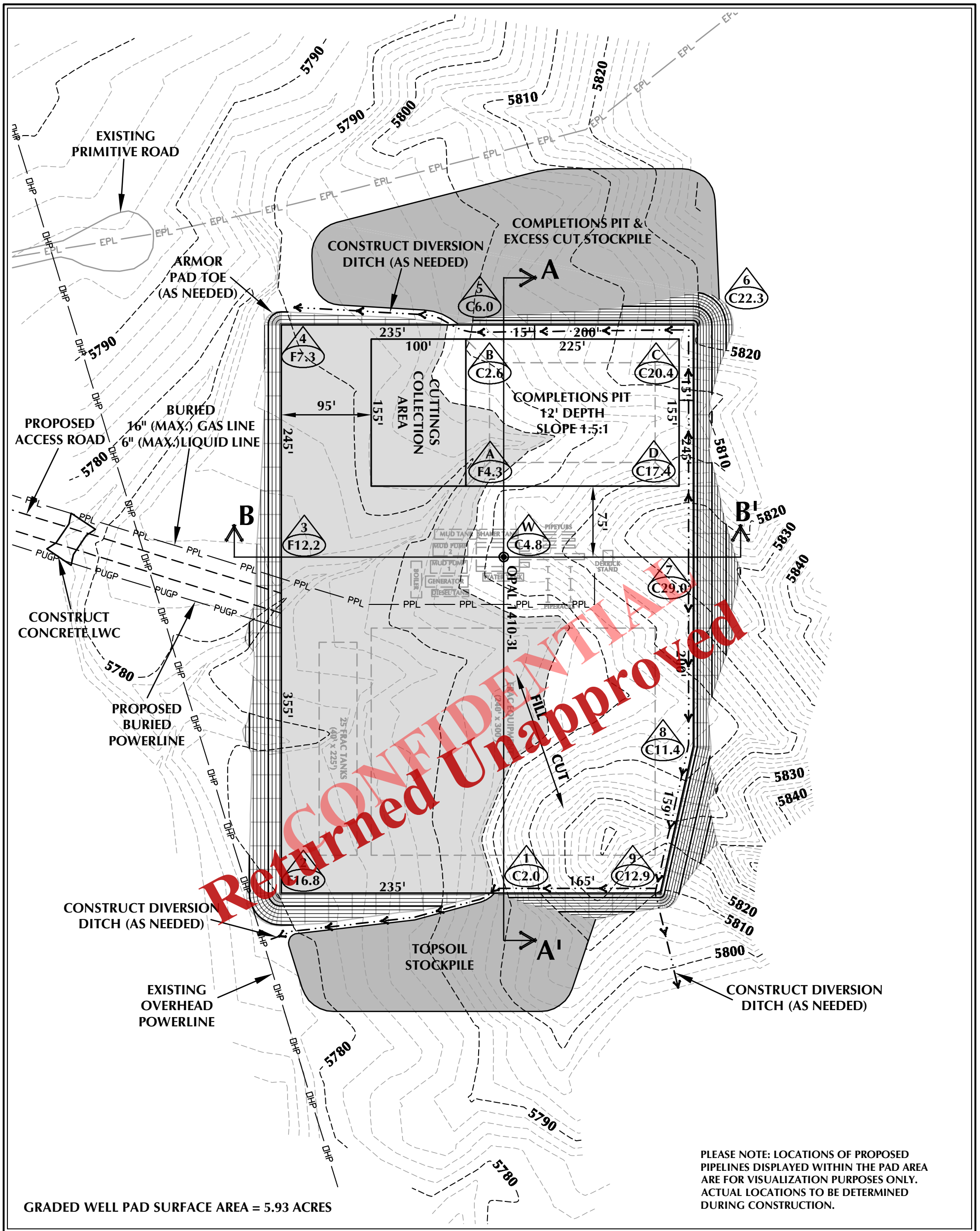
WELL PAD - OPAL 1410-3L

OPAL 1410-3L
WELL PLAT
1610' FSL & 870' FWL
NW ¼ SW ¼ OF SECTION 3, T14S, R10E, S.L.B.&M., CARBON COUNTY, UTAH.

609 CONSULTING, LLC
2155 North Main Street
Sheridan, WY 82801
Phone 307-674-0609
Fax 307-674-0182

TIMBERLINE (435) 789-1365
ENGINEERING & LAND SURVEYING, INC.
209 NORTH 300 WEST - VERNAL, UTAH 84078

DATE SURVEYED: 7-31-13	SURVEYED BY: J.W.	SHEET NO: 1
DATE DRAWN: 7-31-13	DRAWN BY: T.J.R.	1 OF 12
SCALE: 1" = 1000'	Date Last Revised:	



GRADED WELL PAD SURFACE AREA = 5.93 ACRES

PLEASE NOTE: LOCATIONS OF PROPOSED PIPELINES DISPLAYED WITHIN THE PAD AREA ARE FOR VISUALIZATION PURPOSES ONLY. ACTUAL LOCATIONS TO BE DETERMINED DURING CONSTRUCTION.

WELL PAD - OPAL 1410-3L DESIGN SUMMARY

EXISTING GRADE @ CENTER OF WELL PAD = 5801.7'
FINISHED GRADE ELEVATION = 5796.9'
CUT SLOPES = 1.5:1
FILL SLOPES = 2:1
TOTAL WELL PAD AREA = 7.10 ACRES
TOTAL DISTURBANCE AREA = 9.08 ACRES
SHRINKAGE FACTOR = 1.10
SWELL FACTOR = 1.00

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1099 18th Street - Denver, Colorado 80202

WELL PAD QUANTITIES

TOTAL CUT FOR WELL PAD = 54,624 C.Y.
TOTAL FILL FOR WELL PAD = 52,386 C.Y.
TOPSOIL @ 6" DEPTH = 5,723 C.Y.
EXCESS MATERIAL = 2,238 C.Y.

COMPLETIONS PIT QUANTITIES

TOTAL CUT FOR COMPLETIONS PIT
+/- 12,650 C.Y.
COMPLETIONS PIT CAPACITY
(2' OF FREEBOARD)
+/- 48,830 BARRELS

WELL PAD - OPAL 1410-3L

WELL PAD - LOCATION LAYOUT
OPAL 1410-3L
1610' FSL & 870' FWL
LOCATED IN SECTION 3, T14S, R10E,
S.L.B.&M., CARBON COUNTY, UTAH

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TIMBERLINE ENGINEERING & LAND SURVEYING, INC.
209 NORTH 300 WEST - VERNAL, UTAH 84078
(435) 789-1365

WELL PAD LEGEND

- EXISTING WELL LOCATION
- PROPOSED WELL LOCATION
- PROPOSED BOTTOM HOLE LOCATION
- EXISTING CONTOURS (2' INTERVAL)
- PROPOSED CONTOURS (2' INTERVAL)
- PPL — PROPOSED PIPELINE
- EPL — EXISTING PIPELINE
- PUGP — PROPOSED BURIED POWERLINE

HORIZONTAL 0 50' 100' 1" = 100'
2' CONTOURS

SCALE: 1"=100' | DATE: 8/13/13 | SHEET NO: 2 | 2 OF 12
REVISED:

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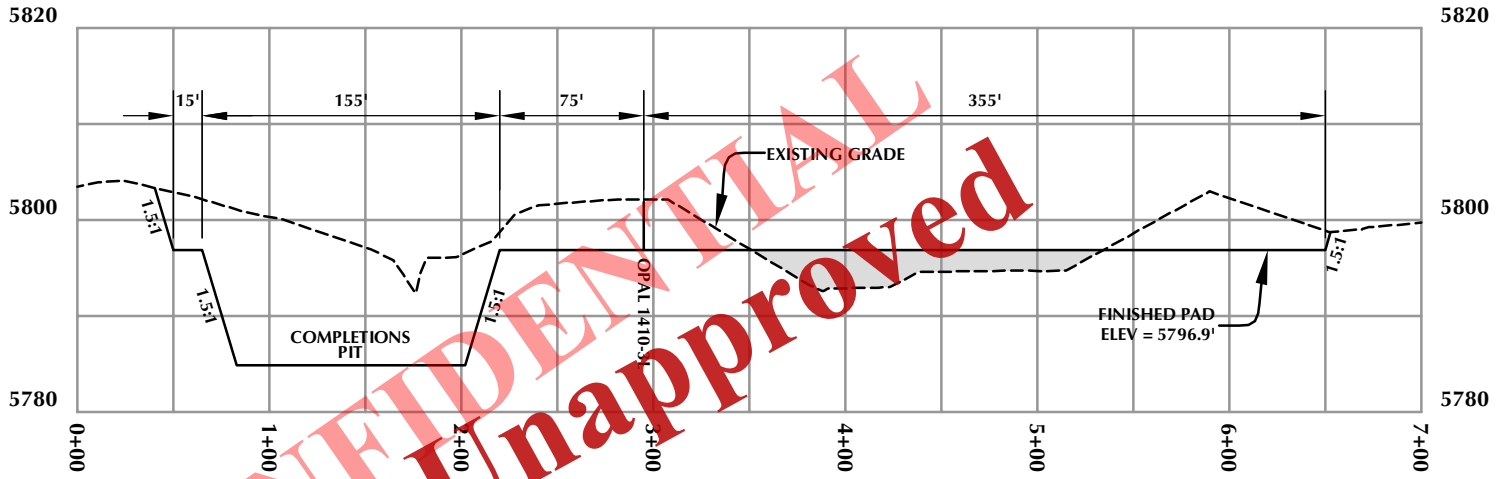
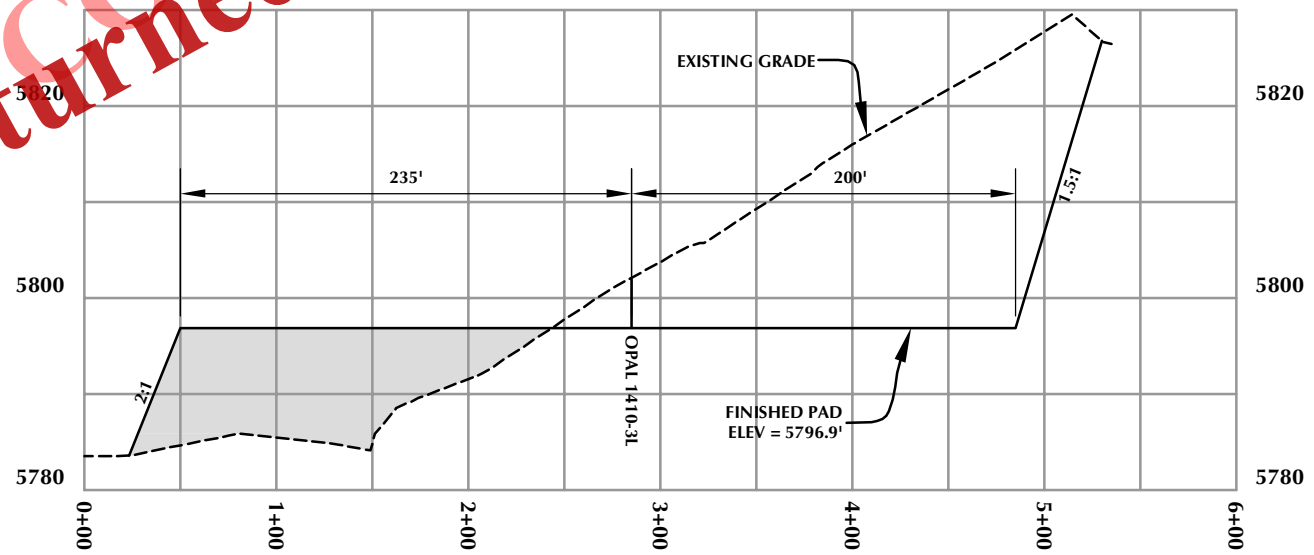


CROSS SECTION A-A'



CROSS SECTION B-B'

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1099 18th Street - Denver, Colorado 80202

WELL PAD - OPAL 1410-3L

WELL PAD - CROSS SECTIONS
OPAL 1410-3L
1610' FSL & 870' FWL
LOCATED IN SECTION 3, T14S, R10E,
S.L.B.&M., CARBON COUNTY, UTAH

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Sheridan, WY 82801
Phone 307-674-0609
Fax 307-674-0182

HORIZONTAL 0 50' 100' 1" = 100'
VERTICAL 0 10' 20' 1" = 20'

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209 NORTH 300 WEST - VERNAL, UTAH 84078

SCALE: 1"=100' | DATE: 8/13/13 | SHEET NO: 3 3 OF 12
REVISED:

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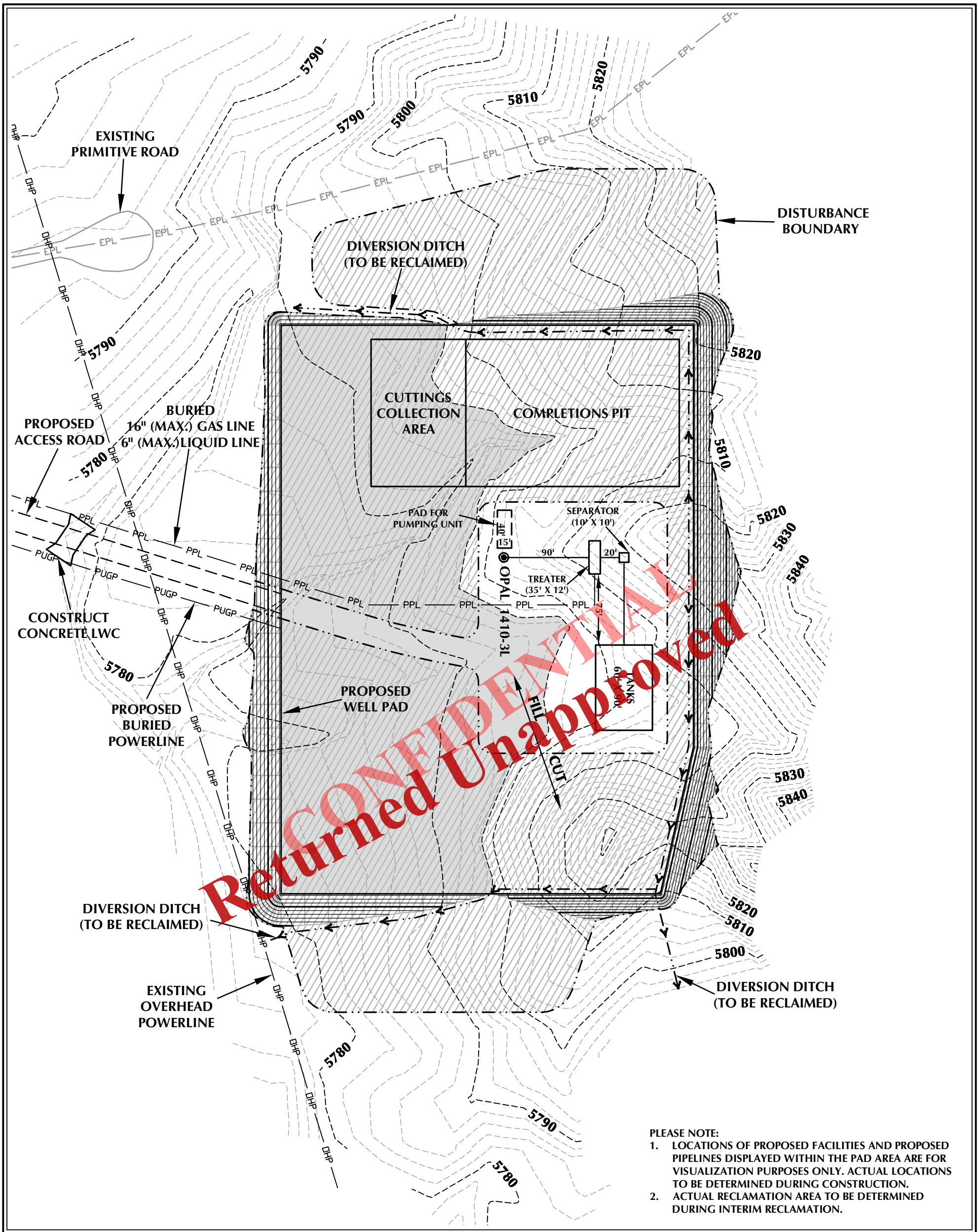

PLEASE NOTE:

1. LOCATIONS OF PROPOSED FACILITIES AND PROPOSED PIPELINES DISPLAYED WITHIN THE PAD AREA ARE FOR VISUALIZATION PURPOSES ONLY. ACTUAL LOCATIONS TO BE DETERMINED DURING CONSTRUCTION.
2. ACTUAL RECLAMATION AREA TO BE DETERMINED DURING INTERIM RECLAMATION.

WELL PAD - OPAL 1410-3L RECLAMATION DESIGN SUMMARY

TOTAL DISTURBANCE AREA = 9.08 ACRES
RECLAMATION AREA = 7.70 ACRES
TOTAL WELL PAD AREA AFTER RECLAMATION = 1.38 ACRES

WELL PAD LEGEND

- EXISTING WELL LOCATION
- PROPOSED WELL LOCATION
- EXISTING CONTOURS (2' INTERVAL)
- PROPOSED CONTOURS (2' INTERVAL)
- PPL — PROPOSED PIPELINE
- EPL — EXISTING PIPELINE
- PUGP — PROPOSED BURIED POWERLINE
- RECLAMATION AREA

HORIZONTAL 0 50' 100' 1" = 100'
2' CONTOURS

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WELL PAD - OPAL 1410-3L

WELL PAD - RECLAMATION LAYOUT
OPAL 1410-3L
1610' FSL & 870' FWL
LOCATED IN SECTION 3, T14S, R10E,
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209 NORTH 300 WEST - VERNAL, UTAH 84078

SCALE: 1"=100' | DATE: 8/13/13 | SHEET NO: 4 (4 OF 12)
REVISED:

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PHOTO VIEW: FROM LOCATION STAKE TO CORNER 2 CAMERA ANGLE: SOUTHWESTERLY

PHOTO VIEW: FROM BEGINNING OF PROPOSED ROAD CAMERA ANGLE: EASTERLY

Kerr-McGee Oil & Gas Onshore, LP
1099 18th Street - Denver, Colorado 80202

WELL PAD - OPAL 1410-3L

LOCATION PHOTOS
OPAL 1410-3L
1610' FSL & 870' FWL
LOCATED IN SECTION 3, T14S, R10E, S.L.B.&M., CARBON COUNTY, UTAH.

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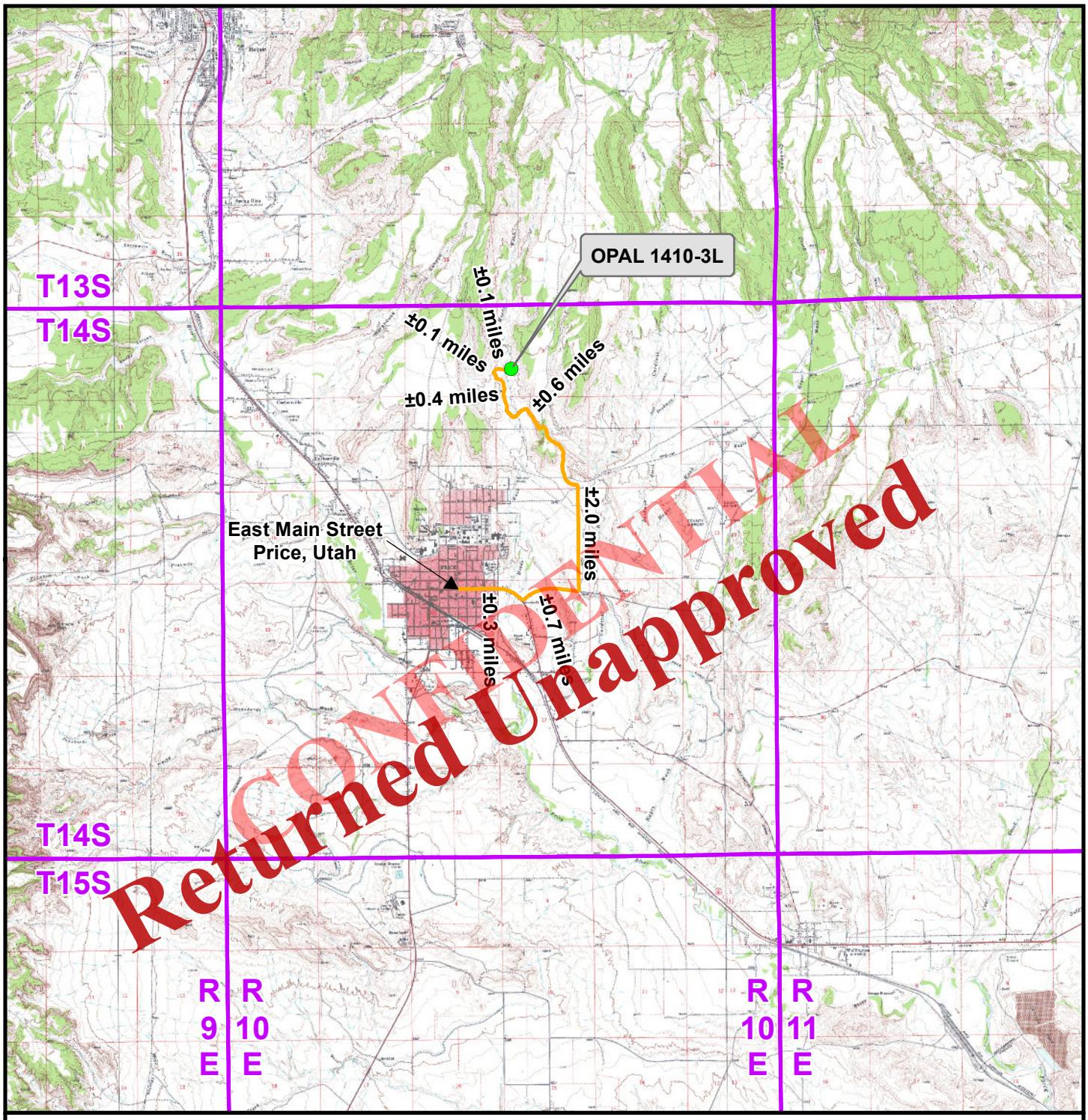
DATE PHOTOS TAKEN: 7-31-13	PHOTOS TAKEN BY: J.W.	SHEET NO: 5
DATE DRAWN: 7-31-13	DRAWN BY: T.J.R.	
Date Last Revised:		5 OF 12



Legend

Proposed Well Location — Access Route - Proposed

WELL PAD - OPAL 1410-3L

TOPO A
OPAL 1410-3L
1610' FSL & 870' FWL
LOCATED IN SECTION 3, T14S, R10E,
S.L.B.&M., CARBON COUNTY, UTAH

Kerr-McGee Oil & Gas Onshore L.P.

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Denver, Colorado 80202

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2155 North Main Street
Sheridan, Wyoming 82801
Phone 307-674-0609
Fax 307-674-0182

N

SCALE: 1:100,000	NAD83 USP Central	SHEET NO: 6
DRAWN: TL	DATE: 13 Aug 2013	6 OF 12
REVISED:	DATE:	

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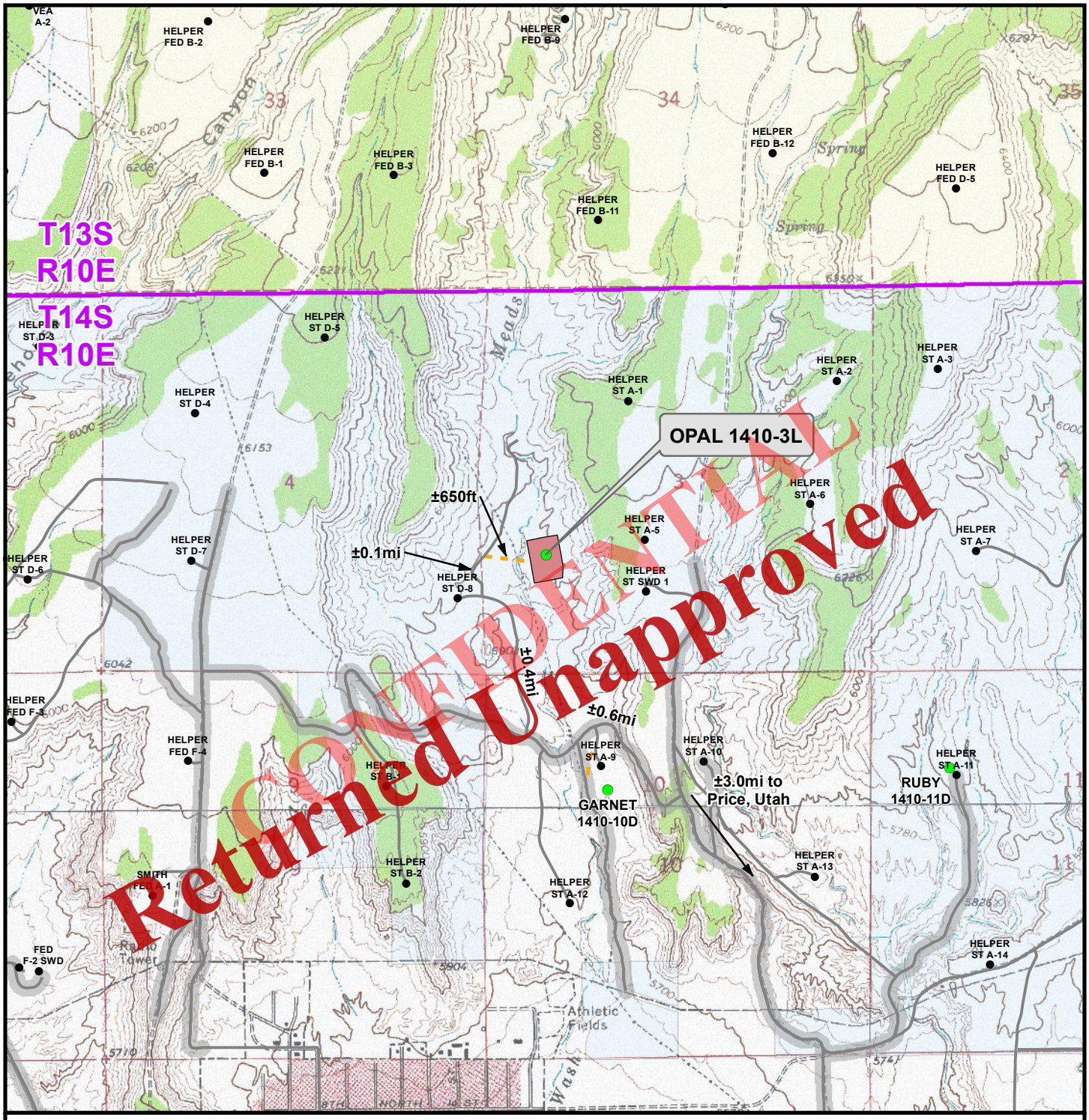
Received: September 11, 2013



Legend

- Well - Proposed
- Well - Existing
- Well Pad
- Road - Proposed
- Road - Existing
- County Road
- Culvert/LWC - Proposed
- Bureau of Land Management
- Indian Reservation
- State
- Private

Total Proposed Road Length: ±650ft

WELL PAD - OPAL 1410-3L

TOPO B
OPAL 1410-3L
1610' FSL & 870' FWL
LOCATED IN SECTION 3, T14S, R10E,
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N

SCALE: 1" = 2,000ft	NAD83 USP Central	SHEET NO: 7
DRAWN: TL	DATE: 13 Aug 2013	7 OF 12
REVISED:	DATE:	

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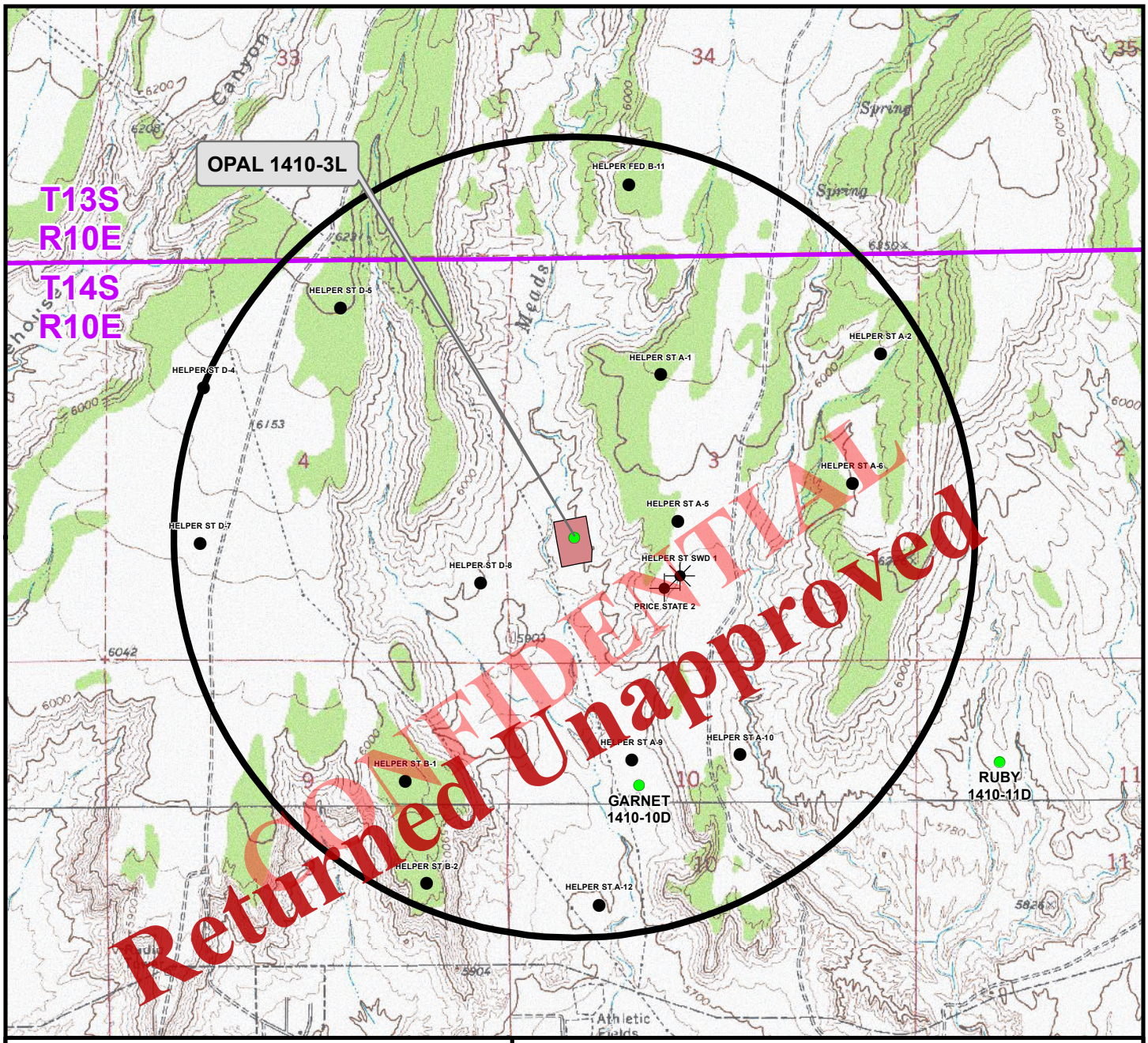
Received: September 11, 2013



Well locations derived from Utah Division of Oil, Gas and Mining (UDOGM) (oilgas.ogm.utah.gov). The estimated distances from proposed bore locations to the nearest existing bore locations are based on UDOGM data.

Proposed Well	Nearest Well Bore	Footage
OPAL 1410-3L	PRICE STATE 2	±1,365ft

Legend

- Well - Proposed
- Well Pad
- Well - 1 Mile Radius
- Producing
- Active
- Spudded
- Inactive
- Drilling Operations Suspended
- Temporarily-Abandoned
- Shut-In
- Plugged and Abandoned

WELL PAD - OPAL 1410-3L

TOPO C
OPAL 1410-3L
1610' FSL & 870' FWL
LOCATED IN SECTION 3, T14S, R10E,
S.L.B.&M., CARBON COUNTY, UTAH

Kerr-McGee Oil & Gas Onshore L.P.

1099 18th Street
Denver, Colorado 80202

609 CONSULTING, LLC
2155 North Main Street
Sheridan, Wyoming 82801
Phone 307-674-0609
Fax 307-674-0182

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SCALE: 1" = 2,000ft	NAD83 USP Central	SHEET NO: 8
DRAWN: TL	DATE: 13 Aug 2013	8 OF 12
REVISED:	DATE:	

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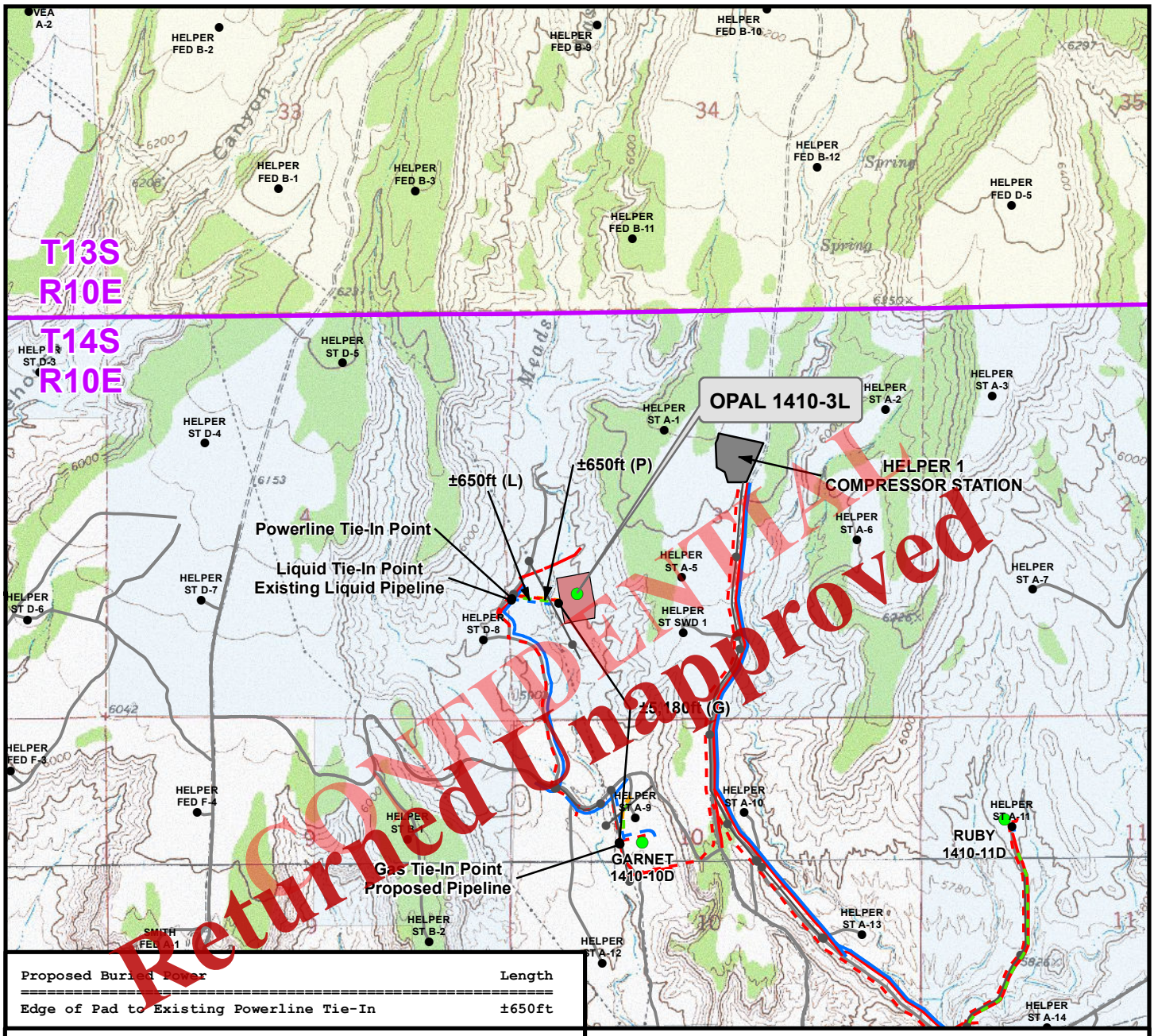

Proposed Buried Power	Length
Edge of Pad to Existing Powerline Tie-In	±650ft

Proposed Liquid Pipeline	Length
Buried 6"(Max.) (Separator to Edge of Pad)	±370ft
Buried 6"(Max.) (Edge of Pad to Existing Liquid Pipeline)	±650ft
TOTAL PROPOSED BURIED LIQUID PIPELINE =	±1,020ft

Proposed Gas Pipeline	Length
Buried 16"(Max.) (Meter House to Edge of Pad)	±370ft
Buried 16"(Max.) (Edge of Pad to Garnet 1410-10D Intersection)	±5,180ft
TOTAL PROPOSED BURIED GAS PIPELINE =	±5,550ft

Legend

Well - Proposed; Well - Existing; Well Pad; Gas Pipeline - Proposed; Gas Pipeline - Existing; Liquid Pipeline - Proposed; Liquid Pipeline - Existing; Power - Existing Overhead; Power - Proposed Buried; Road - Proposed; Road - Existing; Bureau of Land Management; Indian Reservation; State; Private

WELL PAD - OPAL 1410-3L

TOPO D
OPAL 1410-3L
1610' FSL & 870' FWL
LOCATED IN SECTION 3, T14S, R10E,
S.L.B.&M., CARBON COUNTY, UTAH

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SCALE: 1" = 2,000ft	NAD83 USP Central	SHEET NO: 9	
DRAWN: TL	DATE: 13 Aug 2013	9 OF 12	
REVISED:	DATE:		

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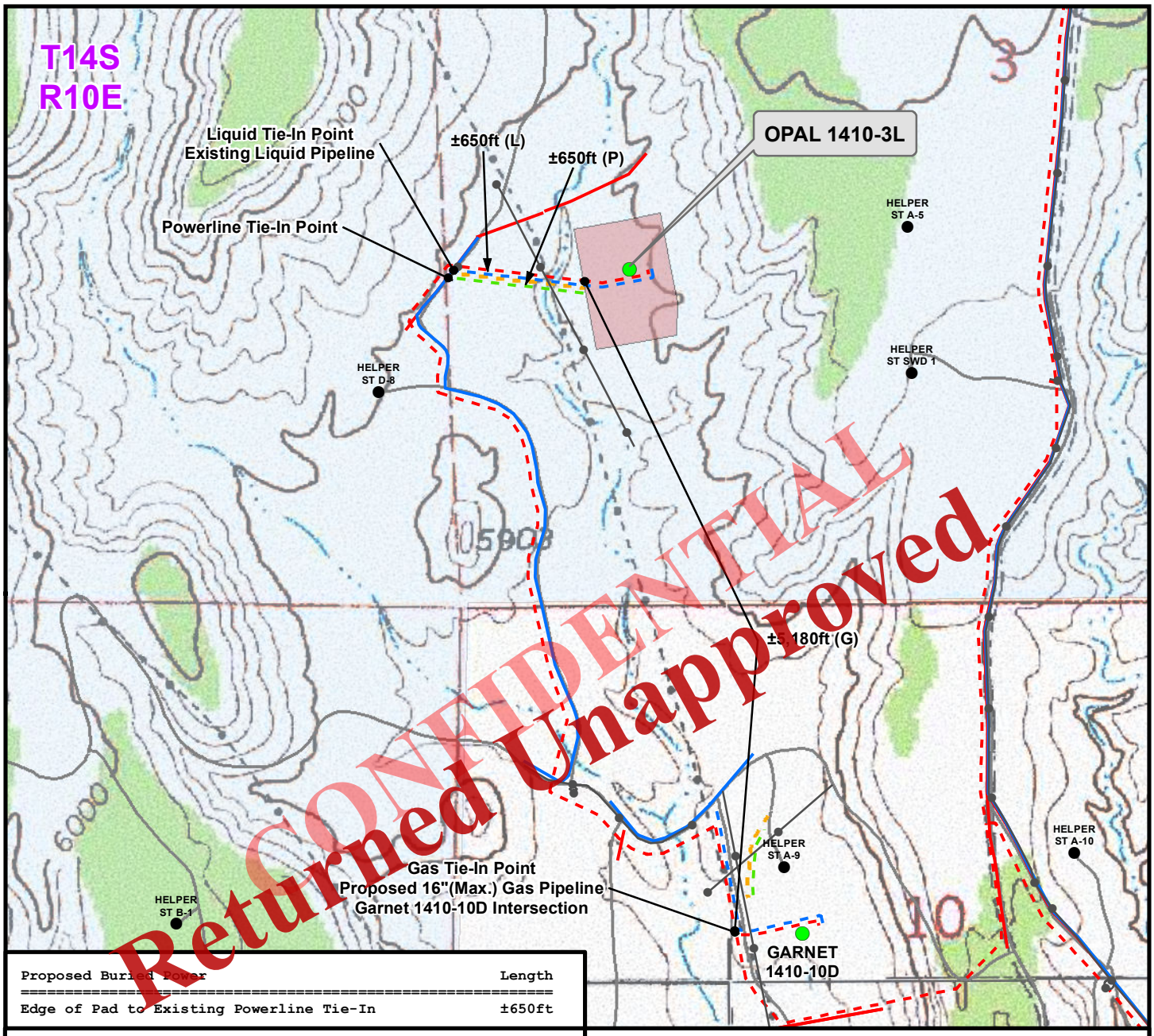

Proposed Buried Power	Length
Edge of Pad to Existing Powerline Tie-In	±650ft

Proposed Liquid Pipeline	Length
Buried 6"(Max.) (Separator to Edge of Pad)	±370ft
Buried 6"(Max.) (Edge of Pad to Existing Liquid Pipeline)	±650ft
TOTAL PROPOSED BURIED LIQUID PIPELINE =	±1,020ft

Proposed Gas Pipeline	Length
Buried 16"(Max.) (Meter House to Edge of Pad)	±370ft
Buried 16"(Max.) (Edge of Pad to Garnet 1410-10D Intersection)	±5,180ft
TOTAL PROPOSED BURIED GAS PIPELINE =	±5,550ft

Legend

Well - Proposed; Well - Existing; Well Pad - Proposed; Well Pad - Existing; Gas Pipeline - Proposed; Gas Pipeline - Existing; Liquid Pipeline - Proposed; Liquid Pipeline - Existing; Power - Existing Overhead; Power - Proposed Buried; Road - Proposed; Road - Existing; Bureau of Land Management; Indian Reservation; State; Private

WELL PAD - OPAL 1410-3L

TOPO D2 (PAD & PIPELINE DETAIL)
OPAL 1410-3L
1610' FSL & 870' FWL
LOCATED IN SECTION 3, T14S, R10E,
S.L.B.&M., CARBON COUNTY, UTAH

Kerr-McGee Oil & Gas Onshore L.P.

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SCALE: 1" = 750ft	NAD83 USP Central	SHEET NO:	10
DRAWN: TL	DATE: 13 Aug 2013		10 OF 12
REVISED:	DATE:		

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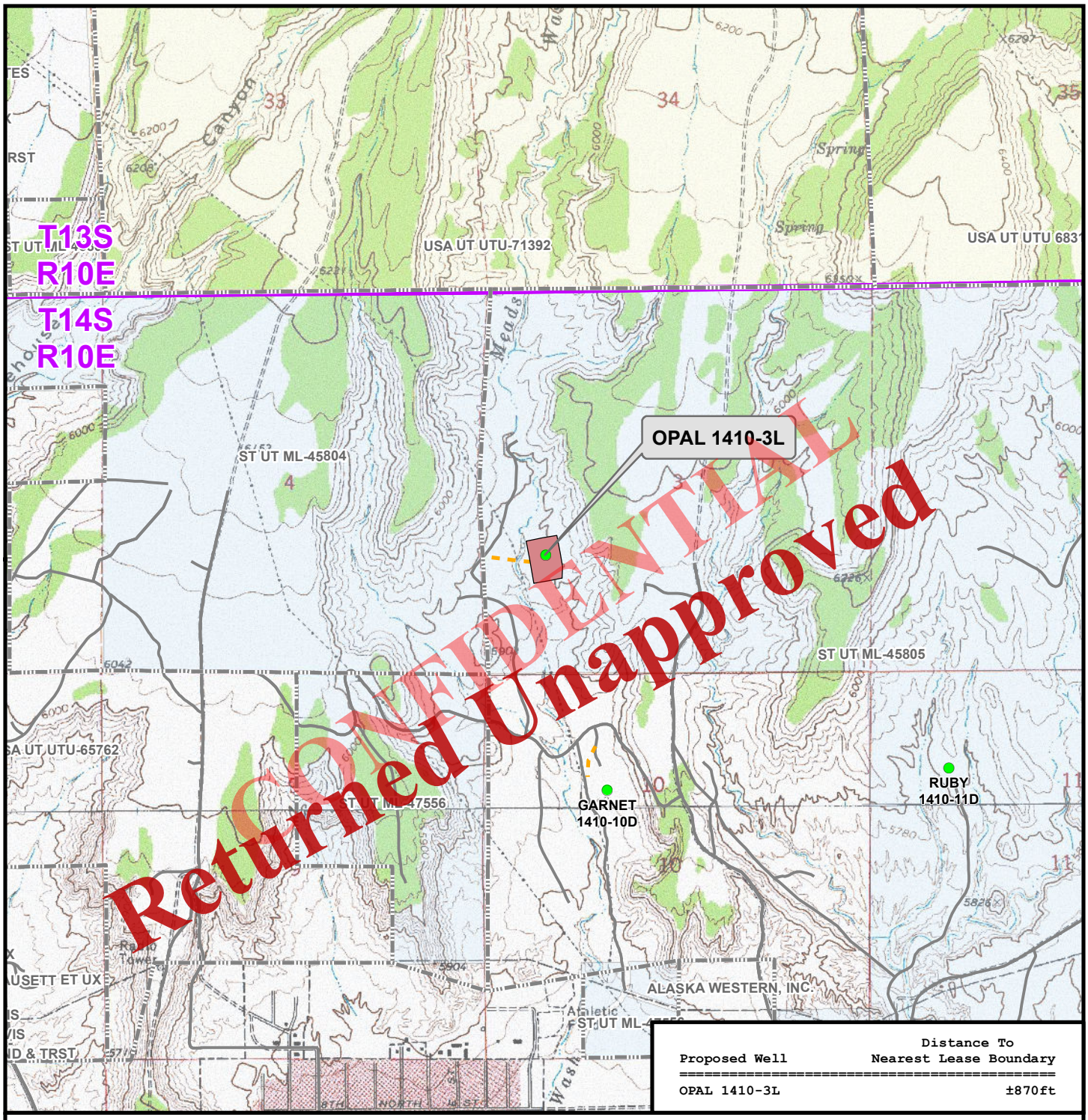

Proposed Well	Distance To Nearest Lease Boundary
OPAL 1410-3L	±870ft

Legend

Well - Proposed | Well Pad | Lease Boundary | Road - Proposed | Road - Existing | Bureau of Land Management | Indian Reservation | State | Private

WELL PAD - OPAL 1410-3L

TOPO E
OPAL 1410-3L
1610' FSL & 870' FWL
LOCATED IN SECTION 3, T14S, R10E,
S.L.B.&M., CARBON COUNTY, UTAH

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SCALE: 1" = 2,000ft	NAD83 USP Central	SHEET NO: 11
DRAWN: TL	DATE: 13 Aug 2013	11 OF 12
REVISED:	DATE:	

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KERR-MCGEE OIL & GAS ONSHORE L.P.

WELL PAD – OPAL 1410-3L
WELL – OPAL 1410-3L
LOCATED IN SECTION 3
T14S, R10E, S.L.B.&M.
CARBON COUNTY, UTAH

Beginning at the intersection of South 7th East Street and East Main Street in Price, Utah, proceed in a southeasterly direction along East Main Street approximately 0.3 miles to the intersection of Airport Road to the east. Exit left and proceed in an easterly direction along Airport Road approximately 0.7 miles to the intersection of Bird Road to the north. Exit left and proceed in a northerly, then northwesterly direction along Bird Road, which becomes Price Kenilworth Road, approximately 2.0 miles to the intersection of an existing road to the west. Exit left and proceed in a westerly, then northwesterly direction along the existing road approximately 0.6 miles to an existing road to the north. Exit right and proceed in a northerly, then northwesterly direction along the existing road approximately 0.4 miles to an existing road to the north. Exit right and proceed in a northerly direction along the existing road approximately 0.1 miles to the proposed access road to the east. Exit right and follow the road flags in an easterly direction approximately 650 feet to the proposed well location.

Total distance from Price, Utah, to the proposed Opal 1410-3L well location is approximately 4.2 miles.

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OPTION 1 (TO HELPER 2 COMPRESSOR STATION)

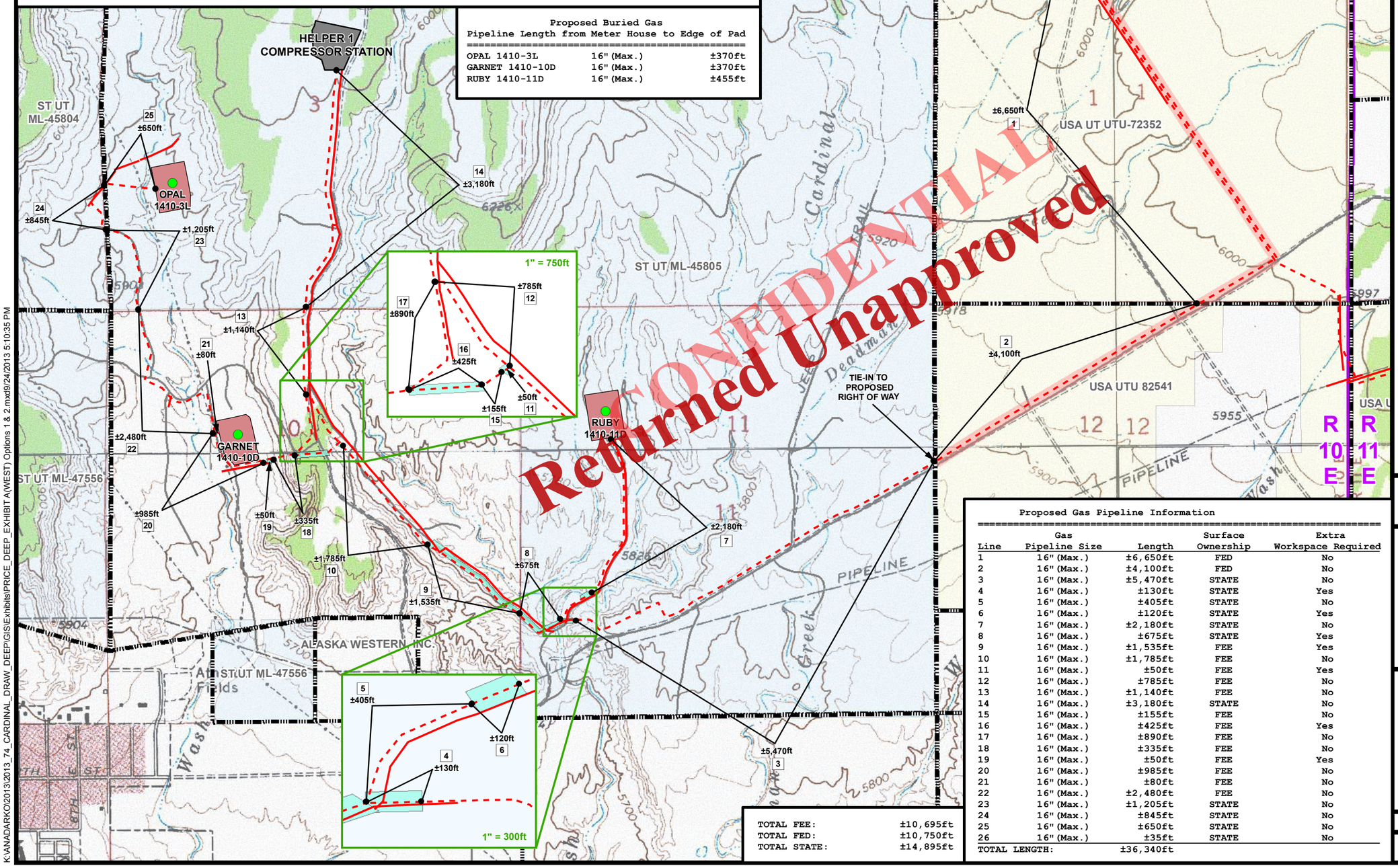
Proposed Buried Gas Pipeline	Alignments	Length
OPAL 1410-3L (Meter House to Helper 2 Compressor Station)	25,24,23,22,20,19,18,16,15,11,10,9,8,4,3,2,1,26	±27,930ft
GARNET 1410-10D (Meter House to Helper 2 Compressor Station)	21,20,19,18,16,15,11,10,9,8,4,3,2,1,26	±22,830ft
RUBY 1410-11D (Meter House to Helper 2 Compressor Station)	7,6,5,4,3,2,1,26	±19,545ft

OPTION 2 (TO HELPER 1 COMPRESSOR STATION)

Proposed Buried Gas Pipeline	Alignments	Length
OPAL 1410-3L (Meter House to Helper 1 Compressor Station)	25,24,23,22,20,19,18,17,13,14	±12,130ft
GARNET 1410-10D (Meter House to Helper 1 Compressor Station)	21,20,19,18,17,13,14	±7,030ft
RUBY 1410-11D (Meter House to Helper 1 Compressor Station)	7,6,5,8,9,10,12,13,14	±12,260ft

Proposed Buried Gas Pipeline Length from Meter House to Edge of Pad

OPAL 1410-3L	16"(Max.)	±370ft
GARNET 1410-10D	16"(Max.)	±370ft
RUBY 1410-11D	16"(Max.)	±455ft



Legend

- Well - Proposed
- Well Pad - Proposed
- Gas Pipeline - Proposed
- Gas Pipeline - Existing
- Proposed ROW (Max. 16")
- Road - Proposed
- Road - Existing
- Extra Workspace Required
- Lease Boundary
- Bureau of Land Management
- Indian Reservation
- State
- Private

N

TOTAL FEE:	±10,695ft
TOTAL FED:	±10,750ft
TOTAL STATE:	±14,895ft

Proposed Gas Pipeline Information

Line	Gas Pipeline Size	Length	Surface Ownership	Extra Workspace Required
1	16"(Max.)	±6,650ft	FED	No
2	16"(Max.)	±4,100ft	FED	No
3	16"(Max.)	±5,470ft	STATE	No
4	16"(Max.)	±130ft	STATE	Yes
5	16"(Max.)	±405ft	STATE	No
6	16"(Max.)	±120ft	STATE	Yes
7	16"(Max.)	±2,180ft	STATE	No
8	16"(Max.)	±675ft	STATE	Yes
9	16"(Max.)	±1,535ft	FEE	Yes
10	16"(Max.)	±1,785ft	FEE	No
11	16"(Max.)	±50ft	FEE	Yes
12	16"(Max.)	±785ft	FEE	No
13	16"(Max.)	±1,140ft	FEE	No
14	16"(Max.)	±3,180ft	STATE	No
15	16"(Max.)	±155ft	FEE	No
16	16"(Max.)	±425ft	FEE	Yes
17	16"(Max.)	±890ft	FEE	No
18	16"(Max.)	±335ft	FEE	No
19	16"(Max.)	±50ft	FEE	Yes
20	16"(Max.)	±985ft	FEE	No
21	16"(Max.)	±80ft	FEE	No
22	16"(Max.)	±2,480ft	FEE	No
23	16"(Max.)	±1,205ft	STATE	No
24	16"(Max.)	±845ft	STATE	No
25	16"(Max.)	±650ft	STATE	No
26	16"(Max.)	±35ft	STATE	No
TOTAL LENGTH:		±36,340ft		

Kerr-McGee Oil & Gas Onshore, LP
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Sheridan, WY 82801
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EXHIBIT A
GAS GATHERING SYSTEM
FOR WELL PADS
LOCATED IN SECTIONS 3, 10 & 11
T14S, R10E, S.L.B.&M.
CARBON COUNTY, UTAH

NAD83 USP-Cft | Scale: 1" = ¼mi
Drawn by: TL | Date: 17 Sep 2013
Revised: CPS | Date: 23 Sep 2013

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OPAL 1410-3L

Surface:	1610 FSL / 870 FWL	NWSW	Lot
BHL:	1610 FSL / 870 FWL	NWSW	Lot

Carbon County, Utah
Operator: Kerr-McGee Oil & Gas Onshore LP

This SUPO contains surface operating procedures for Kerr-McGee Oil & Gas Onshore LP (KMG), a wholly owned subsidiary of Anadarko Petroleum Corporation (APC) pertaining to actions that involve the State of Utah School and Institutional Trust Lands Administration (SITLA) in the development of minerals leased to APC/KMG (including but not limited to, APDs/SULAs/ROEs/ROWs and/or easements.)

See associated Utah Division of Oil, Gas, and Mining (UDOGM) Form 3(s), plats, maps, and other attachments for site-specific information on projects represented herein.

In accordance with Utah Oil & Gas Conservation Rule R649-3-10 pertaining to Vertical Drilling, these wells will be vertically drilled. Refer to Topo Map A for directions to the location and Topo Maps A and B for location of access roads within a 2-mile radius.

A. Existing Roads:

Existing roads consist of county and improved/unimproved lease roads. KMG will maintain existing roads in a condition that is the same as or better than before operations began and in a safe and usable condition. Maintenance of existing roads will continue until final abandonment and reclamation of well pads and/or other facilities. The road maintenance may include, but is not limited to, blading, ditching, culvert installation/cleanout, surfacing, and dust control.

Typically, roads, gathering lines and electrical distribution lines will occupy common disturbance corridors and roadways will be used as working space. All disturbances located in the same corridor will overlap each other to the maximum extent possible. In no case will the maximum disturbance width of the access road and utility corridors exceed 50', unless otherwise approved.

B. Planned Access Roads:

Approximately 2650' (0.12 miles) of road re-route is proposed (see Topo Map B). Applicable Carbon County encroachment and/or pipeline crossing permits will be obtained prior to construction/development. No other pipelines will be crossed at this location.

If there are roads that are new or to be reconstructed, they will be located, designed, and maintained to meet the standards of SITLA and other commonly accepted Best Management Practices (BMPs). If a new road/corridor were to cross a water of the United States, KMG will adhere to the requirements of applicable Nationwide or Individual Permits of the Department of Army Corps of Engineers.

During the onsite, turnouts, major cut and fills, culverts, bridges, gates, cattle guards, low water crossings, or modifications needed to existing infrastructure/facilities were determined, as applicable, are typically shown on attached Exhibits and Topo maps.

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C. Location of Existing and Proposed Facilities:

Production facilities (see Well Pad Design Summary and Facilities Diagram):

Production facilities will be installed on the disturbed portion of the well pad and may include bermed components (typically excluding dehy's and/or separators) that contain fluids (i.e. production tanks, produced liquids tanks). The berms will be constructed of compacted subsoil or corrugated metal, impervious, designed to hold 110% of the capacity of the largest tank, and be independent of the back cut. All permanent (on-site six months or longer) above ground structures constructed or installed, including pumping units, will be painted a flat, non-reflective, earth-tone color chosen at the onsite in coordination with SITLA.

Gathering Facilities:

The following pipeline transmission facilities will apply if the well is productive (see Exhibit A and Topo D) Please see the two pipeline tranmission facility options below:

The first option for the total Gas Gathering (steel line pipe with fusion bond epoxy coating) Pipeline distances from the meter to the Proposed BLM ROW tie-in point at ±17,145' and the individual segments are broken up as follows:

The following segments are **"onlease"**, no ROW needed.

±370' (0.07 miles) –Proposed 16" (Max.) buried gas pipeline from the meter to the edge of the pad. Please refer to Exhibit A.
±650' (0.12 miles) –Proposed 16" (Max.) buried gas pipeline from the edge of the pad to the section 3 section line intersection. Please refer to Line 25 on Exhibit A.
±845' (0.16 miles) –Proposed 16" (Max.) buried gas pipeline from the section line into section 4 and back to the section 3 section line. Please refer to Line 24 on Exhibit A.
±1205' (0.23 miles) –Proposed 16" (Max.) buried gas pipeline from the section line in section 3 to the fee surface intersection in section 10 . Please refer to Line 23 on Exhibit A.

The following segments are on **Fee Surface**.

±8700' (1.65 miles) –Proposed 16" (Max.) buried gas pipeline on fee surface in section 10 with pending SUA. Please refer to Line 22, 20, 19, 18, 16, 15, 11, 10, and 9 on Exhibit A.

The following segments are **"onlease"**, no ROW needed.

±675' (0.13 miles) –Proposed 16" (Max.) buried gas pipeline from the fee surface in section 10 to the Ruby 1410-11D intersection. Extra workspace required, need a temporary 70' construction right-of-way. Please refer to line 8 on Exhibit A.
±130' (0.02 miles) –Proposed 16" (Max.) buried gas pipeline from the Ruby 1410-11D intersection to 130' to the West. the West. Extra workspace required, need a temporary 70' construction right-of-way. Please refer to line 4 on Exhibit A.
±5470' (1.04 miles) –Proposed 16" (Max.) buried gas pipeline from 130' West of the Ruby intersection to the Proposed BLM ROW tie in point at the section 11 section line. Please refer to line 3 on Exhibit A.

The second option for the total Gas Gathering (steel line pipe with fusion bond epoxy coating) Pipeline distances from the meter to the tie in point at the Helper 1 Compressor Station is ±12,130' and the individual segments are broken up as follows:

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The following segments are **"onlease"**, no ROW needed.

±370' (0.07 miles) –Proposed 16" (Max.) buried gas pipeline from the meter to the edge of the pad. Please refer to Exhibit A.
±650' (0.12 miles) –Proposed 16" (Max.) buried gas pipeline from the edge of the pad to the section 3 section line intersection. Please refer to Line 25 on Exhibit A.
±845' (0.16 miles) –Proposed 16" (Max.) buried gas pipeline from the section line into section 4 and back to the section 3 section line. Please refer to Line 24 on Exhibit A.
±1205' (0.23 miles) –Proposed 16" (Max.) buried gas pipeline from the section line in section 3 to the fee surface intersection in section 10 . Please refer to Line 23 on Exhibit A.

The following segments are on **Fee Surface**.

±5880' (1.11 miles) –Proposed 16" (Max.) buried gas pipeline on fee surface in section 10 with pending SUA. Please refer to Line 22, 20, 19, 18, 17, and 13 on Exhibit A.

The following segments are **"onlease"**, no ROW needed.

±3180' (0.60 miles) –Proposed 16" (Max.) buried gas pipeline from the fee surface in section 10 to the Helper 1 Compressor Station in section 3. Please refer to line 14 on Exhibit A.

The total Liquid Gathering Pipeline distance from the separator to the tie in point is ±1025'and the individual segments are broken up as follows:

The following segments are **"onlease"**, no ROW needed.

±375' (0.07 miles) –Proposed 6" (Max.) buried liquid pipeline from the seperator to the edge of the pad. Please refer to Topo D - Pad and Pipeline Detail.
±650' (0.12 miles) –Proposed 6" (Max.) buried liquid pipeline from the edge of the pad to the existing liquid tie in point at the section 3 section line. Please refer to Topo D- Pad and Pipeline Detail.

The total Buried Power distance from the separator to the tie in point is ±650'and the individual segments are broken up as follows:

The following segments are **"onlease"**, no ROW needed.

±650' (0.12 miles) –Proposed buried power from the edge of the pad to the existing powerline tie in point at the section 3 section line. Please refer to Topo D- Pad and Pipeline Detail.

The liquid gathering lines will be made of polyethylene or a composite polyethylene/steel or polyethylene/fiberglass that is not subject to internal or external pipe corrosion. Trunk line valve connections for the water gathering system will be below ground but accessible from the surface in order to prevent freezing during the winter time.

KMG requests a temporary 45' construction right-of-way and a 30' permanent right-of-way.
Where the pipeline is adjacent to the road or well pad, the road and/or well pad will be utilized for construction activities and staging. KMG requests in certain staging areas where additional workspace is needed a 70' right-of-way. Please see segments specified in above gathering infrastructure as well as the Exhibit A.

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The proposed trench width for the pipeline would range from 18-48 inches and will be excavated to a depth of 48 to 60 inches of normal soil cover or 24 inches of cover in consolidated rock. During construction blasting may occur along the proposed right-of-way where trenching equipment cannot cut into the bedrock. Large debris and rocks removed from the earth during trenching and blasting that could not be returned to the trench would be distributed evenly and naturally in the project area. The proposed pipelines will be pressure tested pneumatically (depending on size) or with fluids (either fresh or produced). If fluids are used, there will be no discharge to the surface.

Pipeline signs will be installed along the right-of-way to indicate the pipeline proximity and ownership, as well as to provide emergency contact phone numbers. Above ground valves, T's, and/or cathodic protection will be installed at various locations for connection, corrosion prevention and/or for safety purposes.

D. Location and Type of Water Supply:

Water for drilling purposes will be obtained from one of the following sources:

Helper State SWD #1:
1980' FNL & 2500' FEL, Sec. 3 – T13N – R11E

Tap Point Price City:
Sec. 10 – T14S – R10E
1057' FNL & 390' FWL, Sec. 1 – T6S – R22E
1239' FNL & 52' FEL, Sec. 6 – T6S – R23E

Water will be hauled to location over the roads marked on Maps A and B.

E. Source of Construction Materials:

Construction operations will typically be completed with native materials found on location. If needed, construction materials that must be imported to the site (mineral material aggregate, soils or materials suitable for fill/surfacing) will be obtained from a nearby permitted source and described in subsequent Sundry requests. No construction materials will be removed from State lands without prior approval from SITLA.

F. Methods for Handling Waste Materials:

Should the well be productive, produced water will be contained in a water tank and will be transported by pipeline and/or truck to an approved disposal sites facilities and/or Salt Water Disposal (SWD) injection well. Currently, those facilities are:

ECDC Landfill Disposal in East Carbon County
SWD #1: 13S 11E Section 3
SWD 44-6: 14S 11E section 6
SWD 22-4: 14S 11E section 4
SWD 31-30: 14S 11E section 30
SWD 41-25: 14S 11E section 25
SWD F-2: 14S 10E section 8

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Kerr-McGee will use either a closed loop drilling system that will require one pit and one cuttings storage area to be constructed on the drilling pad or a traditional drilling operation with one pit used for drilling and completion operations. The cuttings storage area will be used to contain only the de-watered drill cuttings and will be lined and bermed to prevent any liquid runoff. The drill cuttings will be buried in the completion pit once completion operations are completed according to traditional pit closure standards. The pit will be constructed to allow for completion operations. The completion operations pit will be lined with a synthetic material 20 mil or thicker and will be used for the completing of the wells on the pad or used as part of our Aandarko Completions Transportation System (ACTS). Using the closed loop drilling system will allow Kerr-McGee to decrease the amount of disturbance/footprint on location compared to a single large drilling/completions pit.

If Kerr-McGee does not use a closed loop drilling system, it will construct a traditional drilling/completions pit to contain drill cuttings and for use in completion operations. The pit will be lined with a synthetic material 20 mil or thicker. The drill cuttings will be buried in the pit using traditional pit closure standards.

Unless otherwise approved, no oil or other oil based drill additives, chromium/metals-based, or saline muds will be used during drilling. Only fresh water, biodegradable polymer soap, bentonite clay, and /or non-toxic additives will be used in the system.

Pits will be constructed to minimize the accumulation of surface runoff. Should fluid hydrocarbons be encountered during drilling, completions, or well testing, product will either be contained in test tanks on the well site or evacuated by vacuum trucks and transported to an approved disposal/sales facility. Netting will be placed over pits before any liquids are discharged into the pit.Should hydrocarbons be released into a reserve/completion pit they will be removed as soon as practical and before the netting is removed from the pit. Similarly, hydrocarbon removal will take place prior to the closure of the pit, unless authorization is provided for disposal via alternate pit closure methods (e.g. solidification).

Any additional pits necessary for subsequent operations, such as temporary flare pits, or workover pits, will contained within the originally approved well pad and disturbance boundaries. Such temporary pits will be backfilled and reclaimed within 180 days of completion of the work.

For the protection of livestock and wildlife, all open pits (excluding flare pits) will be fenced or netted to prevent wildlife or livestock entry.

Pits containing drilling cuttings, mud, and/or completions fluids will be allowed to dry. Any free fluids remaining after after six (6) months from reaching total depth, date of completion, and/or determination of inactivity will be removed (as weather conditions allow) to an approved site and the pit reclaimed. Additional drying methods may include fly-ash solidification or sprinkler evaporation. Installation and operation of any sprinklers, pumps, and equipment will ensure that water spray or mist does not drift. Reserve pit liners will be cut off or folded as near to the mud surface as possible and as safety considerations allow and buried on location.

No garbage or non-exempt substances as defined by Resource Conservation and Recovery Act (RCRA) subtitle C will be placed in the reserve pit. All refuse generated during construction, drilling, completion, and well testing activities will be contained in an enclosed receptacle, removed from the drill locations promptly, and transported to an approved disposal facility.

Portable, self-contained chemical toilets and/or sewage processing facilities will be provided for human waste disposal. Upon completion of operations, or as required, the toilet holding tanks will be pumped and the contents disposed of in an approved sewage disposal facility. All applicable regulations pertaining to disposal of human and solid waste will be observed.

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Any undesirable event, including accidental release of fluids, or release in excess of reportable quantities, will be managed according to the notification requirements of UDOGMs "Reporting Oil and Gas Undesirable Events" rule. Where State wells are participatory to a Federal agreement, according to NTL-3A, the appropriate Federal agencies will be notified.

Materials Management

Hazardous materials above reportable quantities will not be produced by drilling or completing proposed wells or constructing the pipelines/facilities. The term "hazardous materials" as used here means: (1) any substance, pollutant, or containment listed as hazardous under the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA) of 1980, as amended 42 U.S.C. 9601 et seq., and the regulations issued under CERCLA; and (2) any hazardous waste as defined in RCRA of 1976, as amended. In addition, no extremely hazardous substance, as defined in 40 CFR 355, in threshold planning quantities, would be used, produced, stored, transported, or disposed of while producing any well.

Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act (SARA) in quantities of 10,000 pounds or more may be produced and/or stored at production facilities and may be kept in limited quantities on drilling sites and well locations for short periods of time during drilling or completion activities.

G. Ancillary Facilities:

None are anticipated.

H. Well Site Layout (see Well Pad Design Summary):

The location, orientation and aerial extent of each drill pad; reserve/completion/flare pit; access road ingress/ egress points, drilling rig, dikes/ditches, existing wells/infrastructure; proposed cuts and fills; and topsoil and spoil material stockpile locations are depicted on the exhibits for each project, where applicable. Site-specific conditions may require slight deviation in actual equipment and facility layout; however, the area of disturbance, as described in the survey, will not be exceeded.

Coordinates are provided in the National Spatial Reference System, North American Datum, 1927 (NAD27) or NAD 83 latest edition. Distances are depicted on each plat to the nearest two adjacent section lines.

I. Plans for Reclamation of the Surface:

Surface reclamation will be undertaken in two phases: interim and final. Interim reclamation is conducted following well completion and extends through the period of production. This reclamation is for the area of the well pad that is not required for production activities. Final reclamation is conducted following well plugging/conversion and/or facility abandonment processes.

Reclamation activities in both phases may include but is not limited to the re-contouring or re-configuration of topographic surfaces, restoration of drainage systems, segregation of spoils materials, minimizing surface disturbance, re-evaluating backfill requirements, pit closure, topsoil redistribution, soil treatments, seeding and weed control.

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Interim Reclamation

Interim reclamation includes pit closure, re-contouring (where possible), soil bed preparation, topsoil placement, seeding, and/or weed control.

Interim re-contouring involves bringing all construction material from cuts and fills back onto the well pad and site and reestablishing the natural contours where desirable and practical. Fill and stockpiled spoils no longer necessary to the operation will be spread on the cut slopes and covered with stockpiled topsoil. All stockpiled top soils will be used for interim reclamation where practical to maintain soil viability. Where possible, the land surface will be left "rough" after re-contouring to ensure that the maximum surface area will be available to support the reestablishment of vegetative cover.

A reserve pit, upon being allowed to dry, will be backfilled and compacted with cover materials that are void of any topsoil, vegetation, large stones, rocks or foreign objects. Soils that are moisture laden, saturated, or partially/ completely frozen will not be used for backfill or cover. The pit area will be mounded to allow for settling and to promote positive surface drainage away from the pit.

Final Reclamation

Final reclamation will be performed for newly drilled unproductive wells and/or at the end of the life of a productive well. As soon as practical after the conclusion of drilling and testing operations, unproductive drill holes will be plugged and abandoned (P&A). Site and road reclamation will commence following plugging. In no case will reclamation at non-producing locations be initiated later than six (6) months from the date a well is plugged. A joint inspection of the disturbed area to be reclaimed may be requested by KMG. The primary purpose of this inspection will be to review the existing conditions, or agree upon a revised final reclamation and abandonment plan. A Notice of Intent to Abandon will be filed for final recommendations regarding surface reclamation.

After plugging, all wellhead equipment that is no longer needed will be removed, and the well site will be reclaimed. Final contouring will blend with and follow as closely as practical the natural terrain and contours of the original site and surrounding areas. After re-contouring, final grading will be conducted over the entire surface of the well site and access road. Where practical, the area will be ripped to a depth of 18 to 24 inches on 18 to 24-inch centers and surface materials will be pitted with small depressions to form longitudinal depressions 12 to 18 inches deep perpendicular to the natural flow of water.

All unnecessary surface equipment and structures (e.g. cattle guards) and water control structures (e.g. culverts, drainage pipes) not needed to facilitate successful reclamation will be removed during final reclamation. Roads that will be reclaimed will be ripped to a depth of 18 inches where practical, re-contoured to approximate the original contour of the ground and seeded.

Upon successfully completing reclamation of a P&A location, a Final Abandonment Notice will be submitted to UDOGM.

Seeding and Measures Common to Interim and Final Reclamation

Reclaimed areas may be fenced to exclude grazing and encourage re-vegetation.

On slopes where severe erosion can become a problem and the use of machinery is not practical, seed will be hand broadcast and raked with twice the specified amount of seed. The slope will be stabilized using materials specifically designed to prevent erosion on steep slopes and hold seed in place so vegetation can become permanently established. These materials will include, but are not limited to, erosion control blankets and bonded fiber matrix at a rate to achieve a minimum of 80 percent soil coverage.

Seeding will occur year-round as conditions allow. Seed mixes appropriate to the native plant community as determined and specified for each project location based on the site specific soils will be used for re-vegetation. The site specific seed mix will be provided by SITLA.

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J. Surface/Mineral Ownership:

SITLA
675 East 500 South, Suite 500
Salt Lake City, UT 84102

Tommy Thompson
General Manager, Drilling
Kerr-McGee Oil & Gas Onshore LP
PO Box 173779
Denver, CO 80217-3779
(720) 929-6724

L. Other Information:

None

M. Lessee's or Operators' Representative & Certification:

Cara Mahler
Regulatory Analyst I
Kerr-McGee Oil & Gas Onshore LP
PO Box 173779
Denver, CO 80217-3779
(720) 929-6156

Certification: All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved Plan of Operations, and any applicable Notice to Lessees.

The Operator will be fully responsible for the actions of its subcontractors. A complete copy of the approved "Application for Permit to Drill" will be furnished to the field representative(s) to ensure compliance and shall be on location during all construction and drilling operations.

Kerr-McGee Oil & Gas Onshore LP is considered to be the operator of the subject well. Kerr-McGee Oil & Gas Onshore LP agrees to be responsible under terms and conditions of the lease for the operations conducted upon leased lands.

Bond coverage for State lease activities is provided by State Surety Bond 22013542, and for applicable Federal lease activities and pursuant to 43 CFR 3104, by Bureau of Land Management Nationwide Bond WYB000291.

I hereby certify that I, or persons under my supervision, have inspected the proposed drill site and access route, that I am familiar with the conditions that currently exist; that I have full knowledge of the State and Federal laws applicable to this operation; that the statements made in this plan are, to the best of my knowledge, true and correct; and the work associated with the operations proposed herein will be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for operations conducted under this application. These statements are subject to the provisions of 18 U.S.C. 1001 for the filing of false statements.

Cara Mahler

September 30, 2013
Date

Received: September 30, 2013

GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

October 03, 2013

KERR-MCGEE OIL & GAS
ONSHORE, L.P.
P.O. Box 173779
Denver, CO 80217

Re: Application for Permit to Drill - UINTAH County, Utah

Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the OPAL 1410-3L well, API 43047540310000 that was submitted October 03, 2013 is being returned unapproved. If you plan on drilling this well in the future, you must first submit a new application.

Should you have any questions regarding this matter, please call me at (801) 538-5312.

Sincerely,

Diana Mason
Environmental Scientist

Enclosure
cc: Bureau of Land Management, Vernal, Utah

1594 West North Temple, Suite 1210, PO Box 145801, Salt Lake City, UT 84114-5801
telephone (801) 538-5340 • facsimile (801) 359-3940 • TTY (801) 538-7458 • *www.ogm.utah.gov*